



FLORIDA MEDICAL ASSOCIATION ALLIANCE INC. BYLAWS

ARTICLE I – MISSION

The Florida Medical Association Alliance is a resource and network supporting physician families in Florida and the communities they serve through advocacy and education.

ARTICLE II – COUNTY ALLIANCES

County Alliances govern themselves. The Florida Medical Association Alliance's relationship with County Alliances is collaborative. Actions of County Alliances shall not be in direct conflict with Florida Medical Association Alliance purposes and policies.

ARTICLE III – MEMBERSHIP

Section 1. Membership Eligibility Membership shall be open to:

- A. The Spouse, Significant Other, or Life Partner of a physician or medical student;
- B. The Widow, Widower, or Divorced Spouse of a physician or medical student, provided said Widow, Widower, or Divorced spouse has not remarried outside the medical profession;
- C. A physician or medical student.

Only members are eligible to vote; be elected as officers, members of the Board of Directors, Finance Committee, and Board Development Committee; and to serve on other committees and task forces as chairs or committee members.

Section 2. Dues

Dues are payable annually by the members of the Florida Medical Association Alliance, except for past FMAA state Presidents, who shall be exempt from payment of dues.

Dues shall be determined by the Board of Directors in consultation with the Finance Committee. The Board of Directors shall increase the dues no more than once in a three-year period unless authorized by the members.

Dues shall be receivable throughout the year.

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Dues must be received by the Florida Medical Association Alliance by the start of the annual meeting for a member to be eligible to vote at the annual meeting.

Dues must be received by the date the slate of nominees is published for a member to be eligible to stand for election at the annual meeting.

Dues received by September 1 will be credited for the current fiscal year. Dues received after September 1 may be credited for the next fiscal year.

ARTICLE IV – FINANCE Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31.

Section 2. Contributions

Guidelines for accepting contributions shall be established by the Board of Directors **Section 3.**

Depositories

All funds of the Florida Medical Association Alliance shall be deposited to the credit of the Florida Medical Association Alliance under such conditions and in such banks as shall be designated by its management service group or by the Board of Directors if no such management services group is under contract.

Section 4. Approved Signatures

The President shall sign all contracts entered into by the Florida Medical Association Alliance.

The Treasurer shall sign checks and orders for the payment, receipt, or deposit of money.

Section 5. Bonding

All persons having access to or major responsibility for handling of monies and securities of the Florida Medical Association Alliance shall be bonded.

Section 6. Budget

The annual budget of estimated income and expenditures shall be prepared by the Finance Committee and submitted to the Board of Directors for approval. No expense shall be authorized in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 7. Annual Review

The Florida Medical Association Alliance books of account shall be reviewed at the end of each fiscal year by a Certified Public Accountant.

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Section 8. Financial Reports

A summary report of the financial operations of the Florida Medical Association Alliance shall be made available at least annually to the members in such form as the Board of Directors shall provide.

Section 9. Investments

The Board of Directors, upon recommendation of the Finance Committee, shall approve all investments, consistent with prudent standards for preservation of capital and maintenance of liquidity.

ARTICLE V – OFFICERS

In the performance of their duties, all officers shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Designation of Officers

The elected officers of the Florida Medical Association Alliance shall be a President, President- elect, Secretary, and Treasurer.

The appointed officer shall be a Parliamentarian appointed by the President to a one-year term.

Section 2. Eligibility for Election to Office

To be eligible for the office of President-elect, it is strongly recommended that a member have served at least two (2) years on the Board of Directors prior to being nominated.

To be eligible for the office of Secretary or Treasurer, it is recommended that a member have served at least two (2) years on the Board of Directors.

Section 3. Duties

The President shall be the chief corporate officer and shall preside at all meetings of the Florida Medical Association Alliance, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the direction given by the voting members of the Florida Medical Association Alliance and the actions of the Board of Directors are carried into effect and for reporting to the members and the Board of Directors on the conduct and management of the affairs of the Florida Medical Association Alliance. The president shall appoint a well-qualified member to serve as Parliamentarian during her/his term of office. The President shall be an ex-officio member of all committees except the Board Development Committee and shall perform such other duties as are

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assigned by the Board of Directors or prescribed elsewhere in these bylaws or are applicable to the office as prescribed by the parliamentary authority adopted by this organization.

The President-elect shall assist the President in seeing that the policies and directives of the membership and the Board of Directors are carried into effect. In the event of a temporary absence or disability of the President, the President-elect shall preside at meetings of the Florida Medical Association Alliance, Board of Directors and Executive Committee. The President-elect shall be an ex-officio member of all committees except the Board Development Committee and shall perform such other duties as are assigned by the President or the Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.

The Secretary shall be responsible for seeing that notices of all meetings of the Florida Medical Association Alliance and the Board of Directors are issued and that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records and files and shall perform such other duties as may be assigned by the President or Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.

The Treasurer shall be responsible for receipt and custody of all monies of the Florida Medical Association Alliance and for the disbursement thereof as authorized, keeping accurate accounts of monies received and paid out, and preparation and issuance of financial statements and reports. The Treasurer shall chair the Finance Committee. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.

The Parliamentarian shall advise the president and, when requested, other members, on matters of parliamentary procedure at annual meetings as well as at meetings of the board of directors or the Executive Committee. The Parliamentarian shall call the attention of the president to any errors in the proceedings that may affect the substantive rights of any member or may otherwise do harm.

Section 4. Election, Term and Vacancies

The officers of the Florida Medical Association Alliance, except for the President, shall be elected at the annual meeting by a majority vote of the registered members in attendance. The term of office shall be one (1) year, beginning at the close of the annual meeting, or until their successors are elected. No member except the Treasurer shall be eligible to serve in the same office for more than two consecutive years. An officer who has served more than half a term is considered to have served a full term in that office.

In the event of a permanent vacancy in the office of President, as determined by the Board of Directors, the President-elect will succeed to the office until the close of the next annual meeting. A vacancy in

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any office other than that of President may be filled by a majority vote of the Board of Directors for a term expiring at the close of the next annual meeting.

Section 5. Removal

An officer may be removed without cause by at least a two-thirds (2/3) vote of the registered members in attendance, excluding blanks and abstentions, at any annual or special meeting.

ARTICLE VI - BOARD DEVELOPMENT COMMITTEE

In the performance of their duties, the Board Development Committee shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Composition

The Board Development Committee shall consist of a chair, who shall be the immediate past President, and four (4) members and a first alternate, a second alternate, a third alternate, and a fourth alternate elected by the members of the Florida Medical Association Alliance.

Section 2. Eligibility

To be eligible for election to the Board Development Committee it is recommended that a member shall have served at least one year on the Board of Directors or at least two years on a committee.

The president and president-elect serving for the term for which the committee members are elected are not eligible to serve on the Board Development Committee.

Section 3. Election, Term, and Vacancies

Board Development Committee members shall be elected by the registered members of the Florida Medical Association Alliance attending the annual meeting and shall serve for a term of one (1) year, beginning at the close of the annual meeting at which such committee members are elected, or until their successors are elected. A member shall be eligible to serve two (2) consecutive terms on the committee and shall be eligible to serve again after a lapse of one year.

The Board of Directors shall fill any vacancy in the position of Board Development Committee Chair. If the number of vacancies on the Board Development Committee exceeds the number of elected alternate committee members, the Board of Directors shall elect a qualified member to fill each such vacancy for the remainder of the term.

Section 4. Board Development Committee Chair

The chair of the Board Development Committee shall serve as a member of the Board of Directors and Executive Committee.

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Section 5. Responsibilities

The Board Development Committee shall be responsible for development, assessment, education, succession planning, and evaluation of the officers, Board of Directors, and such other committees as the organization shall choose to elect.

The Board Development Committee shall present to the members of the Florida Medical Association Alliance at the annual meeting a single slate of nominees for elected officers, members of the Board of Directors, members of the Board Development and Finance committees, and members of such other committees as the organization shall choose to elect.

Section 6. Quorum for the Board Development Committee

A majority of the members of the Board Development Committee must be present in person or, if allowed, linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

Section 7. Confidentiality

All activities of the Board Development Committee while performing its responsibilities as outlined herein shall be confidential.

Section 8. Removal

Any member of the Board Development Committee may be removed by a two-thirds vote of the total membership of the Board of Directors if removal is first recommended by a majority vote of the entire Board Development Committee.

ARTICLE VII—MEETINGS Section 1. Annual Meeting

The annual meeting of the Florida Medical Association Alliance shall be held at a time and place or through agreed-upon electronic means as determined by the Board of Directors and stated in the notice of the meeting. The meeting notice shall include the slate of nominees for all offices and positions to be filled by the members pursuant to these bylaws.

Written notice shall be given in person, by mail, or electronically transmitted to members not fewer than thirty (30) days before the annual meeting.

Members in attendance shall:

- a. Elect officers, other members of the Board of Directors, members of the Board Development Committee and members of the Finance Committee;
- b. Determine the general direction of the Florida Medical Association Alliance by receiving and acting upon reports of the Board of Directors;
- c. Amend the articles of incorporation and bylaws as necessary; and
- d. Take all other actions requiring membership vote.

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The Board of Directors may reschedule an Annual Meeting in case of emergency or other circumstances outside of its control. Any business transacted at the rescheduled meeting shall be valid as if transacted at the originally scheduled meeting.

Section 2. Special Meetings

Special meetings of the Florida Medical Association Alliance may be called by the President and shall be called upon written request of:

- a. at least two-thirds (2/3) of the Board of Directors, or
- b. at least twenty-five members.

The circumstances under which a special meeting may be called shall be limited to matters that arise between annual meetings that require action before the next annual meeting.

Written notice of the time, place, and purpose of such special meetings shall be given in person, by mail, or electronically transmitted to each member not more than thirty (30) days or fewer than ten (10) days before the special meeting. No business shall be transacted except that for which the meeting has been called.

Section 3. Quorum

Twenty percent (20%) of the registered members of the annual meeting of the Florida Medical Association Alliance shall be present in person, or through agreed-upon electronic means stated in the notice of meeting, to constitute a quorum for the transaction of business.

Fifty percent (50%) of the registered members at a special meeting of the Florida Medical Association Alliance shall be present in person, or through agreed-upon electronic means stated in the notice of meeting, to constitute a quorum for the transaction of business.

Section 4. Voting Procedures

Each member present in person or through agreed-upon electronic means stated in the meeting notice shall be entitled to one vote at any annual or special meeting.

Elections shall be by ballot except when there is only one nominee for a position, in which case the vote may be by voice; a majority of votes cast shall elect.

If no majority is reached on the first ballot, the nominee with the fewest votes shall be removed from consideration and a subsequent ballot cast. This process shall be repeated until one nominee achieves a majority.

Nominations from the floor shall be in order provided that written consent of any nominee has been secured and submitted to the chair at the time of nomination.

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ARTICLE VIII – BOARD OF DIRECTORS

In the performance of their duties, the Board of Directors shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Powers, Responsibilities, Accountabilities

The corporate business and affairs of the Florida Medical Association Alliance shall be governed by the Board of Directors, except as may be otherwise designated in these bylaws or the articles of incorporation.

Section 2. Composition

The Board of Directors shall consist of the elected officers of the Florida Medical Association Alliance, the chair of the Board Development Committee, the Florida Medical Association President, ex-officio, and no fewer than three (3) or more than seven (7) other directors from among which the President shall appoint the chairs of the Governing Documents, Health Projects, and Membership committees. The Florida Medical Association Alliance President shall serve as chair.

Section 3. Term of Office

Directors shall be elected at the annual meeting by the registered members in attendance for a term of one (1) year, beginning at the close of the annual meeting or until their successors are elected. A member shall serve no more than four (4) consecutive terms as a director, except that regardless of the number of consecutive terms a person shall have served as director, such person shall be eligible to be a member of the Board of Directors when serving as an officer or as chair of the Board Development Committee.

Section 4. Vacancies

Vacancies on the Board of Directors shall be filled by majority vote of the remaining directors then in office for a term expiring at the next annual meeting.

Section 5. Regular Meetings

The Board of Directors shall determine the times and places of its regular meetings. Meetings may be held by agreed-upon electronic means so long as all participants can hear one another. Written notice of the time, place, and purpose of a meeting shall be given personally, by mail, or electronically transmitted to each director not fewer than five (5) business days before the meeting.

Section 6. Special Meetings

Special meetings of the Board of Directors may be called by the President.

Special meetings shall be called by the President within fourteen (14) days of a written request by a majority of the members of the Board of Directors.

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The purpose and time of a special meeting shall be stated in the meeting notice, and no business shall be transacted except that for which the meeting has been called. The location of the meeting shall be determined by the President. Meetings may be held by agreed upon electronic means. Written notice of the time, place, and purpose of the meeting shall be given in person or electronically transmitted to each member of the Board of Directors not fewer than two (2) business days before the meeting.

Section 7. Quorum

A majority of the members of the Board of Directors must be present in person as required or, if allowed, linked by telecommunication by means such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

Section 8. Removal

Any member of the Board of Directors may be removed without cause by a majority of all votes of the corporation members if elected by the members or by a two-thirds vote of the current directors if elected or appointed by them.

ARTICLE IX – EXECUTIVE COMMITTEE

In the performance of their duties, the Executive Committee shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Composition

The Executive Committee of the Board of Directors shall consist of the elected officers of the Florida Medical Association Alliance and the chair of the Board Development Committee. The President shall be the chair of the Executive Committee.

Section 2. Responsibilities

The Executive Committee may exercise the powers of the Board of Directors in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget or to take action which is contrary to or a substantial departure from the direction established by the Board of Directors or the voting members of the Florida Medical Association Alliance. The Executive Committee shall submit written reports to the Board of Directors regarding all action taken.

Section 3. Meetings

Meetings of the Executive Committee may be called by the President. Meetings shall be called by the President upon written request of at least three (3) members of the Executive Committee. Meetings may be held by agreed-upon electronic means. Notice of the date, time, place and purpose of the meeting shall be provided in advance to each member of the Executive Committee.

Section 4. Quorum

A quorum shall consist of a majority of the members of the Executive Committee.

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ARTICLE X –BOARD COMMITTEES

In the performance of their duties, standing and special committees and task forces shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Appointment and Term of Committee Chairs

The chair of any committee except the Board Development, Finance and Strategic Planning committees shall be appointed by the President, with the approval of the Board of Directors, for a term of one (1) year or until a successor is appointed and assumes the position.

Section 2. Appointment and Term of Committee Members

Members of any committee except the Board Development and Finance committees shall be appointed by the President, with the approval of the Board of Directors and after consultation with the chair of the respective committee, for a term of one (1) year or until successors are appointed and assume the positions.

Section 3. Standing Committees

The Standing Committees shall be:

A. Finance Committee

The Finance Committee shall be composed of the Treasurer, who shall serve as chair, the Immediate Past Treasurer, and three (3) other members who shall be elected by the members of the Florida Medical Association Alliance. It shall be the duty of this committee to prepare a budget for the next fiscal year and submit it to the Board of Directors for approval before December 31 of the current fiscal year. The Finance Committee may from time to time submit to the Board of Directors amendments to the budget for the current fiscal year, which may be adopted by a majority vote. The Finance Committee may recommend to the Board of Directors potential investments consistent with prudent standards for preservation of capital and maintenance of liquidity.

B. Governing Documents Committee

The Governing Documents Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. It shall be the duty of the committee to review the governing documents and submit recommendations regarding proposed amendments to the members at the annual meeting or, if deemed necessary, at a special meeting.

C. Health Projects Committee

The Health Projects Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. It shall be the duty of the committee to develop and implement FMA Alliance health related programs.

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D. Membership Committee

The Membership Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and two (2) or more other members appointed by the President. It shall be the duty of the committee to promote membership, develop and implement programs to recruit and retain members, and follow up with potential and former eligible members to encourage them to join.

E. Strategic Planning Committee

The Strategic Planning Committee shall be composed of the President-elect, who shall serve as chair, and two (2) or more other members appointed by the President. It shall be the duty of the committee annually to review, update and make recommendations regarding the current strategic plan to the Board of Directors and to develop, when necessary, a new strategic plan to implement the mission and Objectives of the FMA Alliance.

Section 4. Additional Committees and Task Forces

The Board of Directors may from time to time establish special committees and/or task forces as it deems necessary or advisable. Each committee, special committee, or task force must have a chair and two (2) or more members, who serve at the pleasure of the Board of Directors.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Florida Medical Association Alliance in all cases to which they are applicable and in which they are not inconsistent with these bylaws, and any special rules of order that have been or may be adopted.

ARTICLE XII – AMENDMENT OF BYLAWS

The bylaws of the Florida Medical Association Alliance may be made, altered, or rescinded by a two-thirds (2/3) vote of those present and voting or meeting through agreed-upon electronic means stated in the meeting notice at any properly constituted annual or special meeting of the members of the Florida Medical Association Alliance, provided the proposed amendments have been submitted in writing, whether in person, by mail, or by electronic transmission, to all member not fewer than thirty (30) days prior to the date of said meeting.

ARTICLE XIII – PROPERTY

All assets and property of the Florida Medical Association Alliance shall be held in the name of the Florida Medical Association Alliance, Inc.

ARTICLE XIV – DISPOSITION OF ASSETS

No person shall possess any property right in or to the property or assets of the Florida Medical Association Alliance. Upon dissolution of the Florida Medical Association Alliance and after all

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obligations are satisfied, the Board of Directors shall distribute all assets exclusively to a charitable endeavor aligned with the mission of the Florida Medical Association Alliance.

ARTICLE XV – DIRECTOR AND OFFICER CONFLICTS OF INTEREST

The Florida Medical Association Alliance shall have in effect a specific conflict-of-interest policy to be signed annually at the beginning of the term by each officer, and board member and committee member and it shall include the following provisions:

Section 1. No contract or other transaction between the Florida Medical Association Alliance and one or more of its directors and officers or any other corporation, firm, association or entity in which one or more of the directors and officers are directors or officers or are financially interested shall be either void or voidable because of such relationship interest or because such director or directors and officers are present at the meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested directors and/or officers; or
- b. The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Florida Medical Association Alliance at the time it is authorized by the Board of Directors or a committee.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such a contract or transaction.

ARTICLE XVI-INDEMNIFICATION FOR ACTIONS, SUITS, OR PROCEEDINGS

Officers and directors are indemnified to the fullest extent provided by applicable law.